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(City/State/Zip/Phone #)

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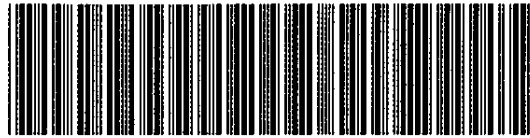
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2012 JAN 24 PM 1:59

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Rudd Seeley Wallis, LLC
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

William G. Wallis, Jr.
Name of Person

Rudd Seeley Wallis, LLC
Firm/Company

1720 West End Avenue, Suite 530
Address

Nashville, Tennessee 37203
City/State and Zip Code

bwallis@rswre.com
E-mail address: (to be used for future annual report notification)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

William G. Wallis, Jr. at (615) 308-1644
Name of Person Area Code & Daytime Telephone Number

MAILING ADDRESS:
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy
- \$160.00 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Rudd Seeley Wallis, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Tennessee 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. April 26, 2010 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. January 23, 2012
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 1720 West End Avenue, Suite 530
Nashville, Tennessee 37203
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

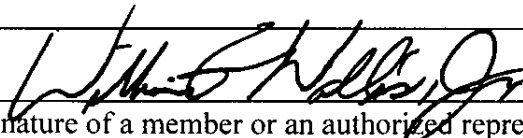
William G. Wallis, Jr., 1720 West End Avenue, Nashville, TN 37203

William C. Seeley, 1720 West End Avenue, Nashville, TN 37203

Stephen D. Rudd, 1720 West End Avenue, Nashville, TN 37203

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: real estate development


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

William G. Wallis, Jr.
Typed or printed name of signee

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Rudd Seeley Wallis, LLC

If unavailable, the alternate to be used in the state of Florida is:

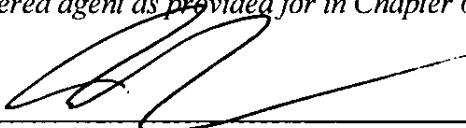
2. The name and the Florida street address of the registered agent and office are:

Davage J. Runnels, III
Hall & Runnels, P.A. (Name)
4399 Commons Dr. E, Suite 300
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)
Destin FL 32541
City/State/Zip

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TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.



(Signature)

- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)



STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

Bill Wallis
SUITE 530
1720 WEST END AVE
NASHVILLE, TN 37203

January 13, 2012

Request Type: Certificate of Existence/Authorization
Request #: 0056202

Issuance Date: 01/13/2012
Copies Requested: 1

Document Receipt

Receipt #: 601943 Filing Fee: \$20.00
Payment-Check/MO - Bill Wallis, NASHVILLE, TN \$20.00

Regarding: Rudd Seeley Wallis, LLC

Filing Type: Limited Liability Company - Domestic

Formation/Qualification Date: 04/26/2010

Status: Active

Duration Term: Perpetual

Control #: 629599

Date Formed: 04/26/2010

Formation Locale: DAVIDSON
COUNTY

Inactive Date:

CERTIFICATE OF EXISTENCE

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that effective as of the issuance date noted above

Rudd Seeley Wallis, LLC

- * is a Limited Liability Company duly formed under the law of this State with a date of incorporation and duration as given above;
- * has paid all fees, taxes and penalties owed to this State (as reflected in the records of the Secretary of State and the Department of Revenue) which affect the existence/authorization of the business;
- * has filed the most recent corporation annual report required with this office;
- * has appointed a registered agent and registered office in this State;
- * has not filed Articles of Dissolution or Articles of Termination. A decree of judicial dissolution has not been filed.

Tre Hargett
Secretary of State